

This Instrument Prepared By And Please Return To:

7-21
Natasha N. Hazlett, #102126
Glankler Brown, PLLC
1700 One Commerce Square
Memphis, TN 38103
(901) 525-1322

GRANTEE: Merrill Lynch Bank & Trust Co., FSB, Trustee
ADDRESS: 225 West Wacker Drive, Suite 2140
Chicago, IL 60606
PHONE: (312) 807-3702

CERTIFICATE OF TRUST AGREEMENT

FOR THE

BARBARA K. DAWSON RESIDUARY TRUST

THE UNDERSIGNED, MERRILL LYNCH BANK & TRUST CO., FSB,
hereby executes this **CERTIFICATE OF TRUST AGREEMENT** in accordance with
Mississippi Code Annotated §91-9-7:

1. The name of the Trust is the Barbara K. Dawson Residuary Trust.
2. The street and mailing address of the office of the Trust and of the Trustee is 225 West Wacker Drive, Suite 2140, Chicago, Illinois 60606.
3. The name and street and mailing address of the Grantor is Barbara K. Dawson (Deceased), 8050 Hunters Creek Drive, Olive Branch, Mississippi 38654.

4. A legally sufficient description of all interest and real property owned by and conveyed to the Trust is:

That parcel of real estate, situated and being in DeSoto County, Mississippi, being more particularly described as follows:

Lot 62 of First Revision to Section "F", Hunters Run Subdivision, situated in Section 21, Township 1 South, Range 6 West, DeSoto County, Mississippi as per plat recorded in Plat Book 33, Page 31, Chancery Clerk's Office, DeSoto County, Mississippi.

Indexing Instructions: File in Lot 62, located in Section 21, Township 1 South, Range 6 West, DeSoto County, Mississippi

5. Anticipated date of termination of this Trust is upon the on which the sole beneficiary has attained thirty-five (35) years of age.

6. The general powers granted to the Trustee are as follows:

(a) In behalf of the estate, to join the testator's or settlor's spouse (if living), or the personal representative of the estate of the testator's or settlor's spouse (if deceased), in the execution and filing of a joint income tax return to the United States, or to the state of Tennessee, or any other governmental taxing authority (or a joint gift tax return, if and when such a joint return is authorized by law), if the fiduciary, in the exercise of the fiduciary's best judgment, believes that action to be for the best interests of the estate, or will result in a benefit to the testator's or settlor's spouse (or the estate of the testator's or settlor's spouse) exceeding in amount any monetary loss to the estate that may be caused by the filing;

(b) To continue, to the extent and so long as in the exercise of the fiduciary's best judgment it is advisable and for the best interests of the estate so to do, the operation or participation in the operation of any farming, manufacturing, mercantile and/or other business activity or enterprise in which at the time of death the testator or settlor is engaged, either alone or in unincorporated association with others;

(c) In behalf of the estate, to perform any and all valid executory contracts to which at the time of the testator's or settlor's death the testator or settlor is a party, and that at the time of the testator's or settlor's death have not been fully performed by the testator or settlor, and to discharge all obligations of the estate arising under or by reason of such contracts;

(d) Pending the administration of the estate, to permit any beneficiary or beneficiaries of the will to have the use, possession and enjoyment, without charge made for the use, possession and enjoyment, (and without the fiduciary thereby relinquishing control of the property), of any real property or tangible personal property of the estate which, upon completion of the administration of

the estate, will be distributable to that beneficiary or beneficiaries when, if, and to the extent that, that action will not adversely affect the rights and interests of any creditor of the estate, and in the judgment of the fiduciary it is appropriate that the beneficiary or beneficiaries have the use and enjoyment of the property, notwithstanding that it may be subjected to depreciation in value by reason of the use. The exercise of this power will not constitute a distribution of the property with respect to which it is exercised; and, whether or not exercised, neither the power nor the exercise of the power shall be deemed a constructive or actual distribution of the property to which it relates;

(e) During the fiduciary's administration of the estate, and subject to all the other provisions of the instrument, to receive and receipt for all of the assets of the estate, and to have exclusive possession and control of those assets;

(f) By public or private sale or sales, and for the consideration, on the terms and subject to the conditions, if any, that in the judgment of the fiduciary are for the best interests of the estate and the beneficiaries of the estate, to sell, assign, transfer, convey, or exchange any real or personal property of the estate, or the estate's undivided interest in that property, or any specific part of or interest in that property, including, but not limited to, standing timber, rock, gravel, sand, growing crops, oil, gas and other minerals or mineral rights or interests, and to grant easements on real property of the estate, and to participate in the partition of real or personal property in which the estate has an undivided interest; and to accomplish any such transactions by contracts, endorsements, assignments, bills of sale, deeds or other appropriate written instruments executed and delivered by the fiduciary in behalf of the estate, and to acknowledge the execution of those instruments in the manner provided by law for the acknowledgment of the execution of deeds when such acknowledgments are required or appropriate;

(g) For the consideration, on the terms and subject to the conditions, if any, that in the judgment of the fiduciary are for the best interests of the estate and the beneficiaries of the estate, to lease, for terms which may exceed the duration of the estate, any real or tangible personal property of the estate, or any specific parts of that property or interests in that property, including, but not limited to, oil, gas and other mineral leases; and to accomplish those leases by appropriate written instruments executed and delivered by the fiduciary in behalf of the estate, and acknowledge the execution of those instruments in the manner provided by law for the acknowledgment of the execution of deeds when such acknowledgments are required or appropriate;

(h) In behalf of the estate, to borrow money; evidence those loans by promissory notes or other evidences of indebtedness signed by the fiduciary in the fiduciary's fiduciary capacity, to be binding upon the assets of the estate but not upon the fiduciary in the fiduciary's individual capacity; secure those loans by assigning or pledging personal property of the estate, or by mortgages or deeds of trust or other appropriate instruments imposing liens upon real property or tangible personal

property of the estate; and repay those loans, including principal and interest due thereon;

(i) In behalf of the estate, to borrow money from the fiduciary in the fiduciary's individual capacity and secure those loans in the same manner as though they were made by a third person;

(j) To enter into contracts binding upon the estate, but not upon the fiduciary in the fiduciary's individual capacity, that are reasonably incident to the administration of the estate, and that the fiduciary in the exercise of the fiduciary's best judgment believes to be for the best interests of the estate;

(k) To settle, by compromise or otherwise, claims or demands against the estate, or held in behalf of the estate;

(l) To release and satisfy of record, in whole or in part, and enter of record credits upon, any mortgage or other lien constituting an asset of the estate;

(m) To abandon and charge off as worthless, in whole or in part, claims or demands held by or in behalf of the estate that, in the judgment of the fiduciary, are in whole or in part uncollectible;

(n) To pay taxes and excises lawfully chargeable against the assets of the estate that are in the possession or under the control of the fiduciary, including, but not limited to, ad valorem taxes upon real and personal property of the estate that became due and payable prior to the property coming into the hands of the fiduciary, or that become due and payable while the property remains in the fiduciary's possession or under the fiduciary's control; excluding, however, income taxes payable by distributees, assessed with respect to income that has been distributed by the fiduciary pursuant to the provisions of the instrument;

(o) To repair and maintain in good condition real and tangible personal property of the estate so long as the property remains in the possession or under the control of the fiduciary;

(p) To invest liquid assets of the estate, and from time to time exchange or liquidate and reinvest such assets, pending distribution thereof, if and when such investments in the judgment of the fiduciary will not impede or delay distribution thereof pursuant to the provisions of this instrument or as otherwise by law required, and in the judgment of the fiduciary are advisable and for the best interests of the estate and the beneficiaries thereof. In making such investments, the fiduciary shall be guided by the prudent investor rule, as authorized and defined in title 35, chapter 14; and the investments thus authorized shall be understood to include, but not to be limited to, loans secured by mortgages, or liens otherwise imposed, upon real or personal property;

(q) Subject to the making and keeping of appropriate records with respect to the investments, which will at all times clearly identify the equitable rights and interests of the estate in the investments, to invest funds of the estate in undivided interests in negotiable or nonnegotiable securities, or other assets, the remaining undivided interests in which are held by the fiduciary in a fiduciary capacity for the use and benefit of other beneficiaries;

(r) To retain investments that initially come into the hands of the fiduciary among the assets of the estate, without liability for loss or depreciation or diminution in value resulting from the retention, so long as in the judgment of the fiduciary it is not clearly for the best interests of the estate, and the distributees of the estate, that those investments be liquidated, although the investments may not be productive of income or otherwise may not be such as the fiduciary would be authorized to make;

(s) At any time and from time to time, to keep all or any portion of the estate in liquid form, uninvested, for such time as the fiduciary may deem advisable, without liability for any loss of income occasioned by so doing;

(t) To deposit funds of the trust in one (1) or more accounts carried by the fiduciary, in a clearly specified fiduciary capacity, in any one (1) or more banks and/or trust companies whose deposits are insured under the Federal Deposit Insurance Act as now constituted or as that act may be amended; and if the fiduciary is itself a bank or a trust company, and is otherwise qualified, the fiduciary may serve as the depository;

(u) To deposit for safekeeping with any bank or trust company, including the fiduciary itself if the fiduciary is a bank or trust company, any negotiable or nonnegotiable securities or other documents constituting assets or records of the estate;

(v) To bring and prosecute or defend actions at law or in equity for the protection of the assets or interests of the estate or for the protection or enforcement of the provisions of the instrument;

(w) To employ attorneys, accountants, investment managers and delegate investment authority to them or other persons whose services may be necessary or advisable, in the judgment of the fiduciary, to advise or assist the fiduciary in the discharge of the fiduciary's duties, or in the conduct of any business constituting an asset of the estate, or in the management, maintenance, improvement, preservation or protection of any property of the estate, or otherwise in the exercise of any powers vested in the fiduciary;

(x) To procure and pay premiums on policies of insurance to protect the estate, or any of the assets of the estate, against liability for personal injuries or property damage, or against loss or damage by reason of fire, windstorm, collision, theft,

embezzlement or other hazards against which such insurance is normally carried in connection with activities or on properties such as those with respect to which the fiduciary procures such insurance;

(y) To allocate items of receipts or disbursements to either corpus or income of the estate, as the fiduciary in the exercise of the fiduciary's best judgment and discretion deems to be proper, without thereby doing violence to clearly established and generally recognized principles of accounting;

(z) In behalf of the estate, to purchase or otherwise lawfully acquire real or personal property, or undivided interests in property, the ownership of which, in the judgment of the fiduciary, will be advantageous to the estate, and the beneficiary or beneficiaries of the estate;

(aa) To construct improvements on real property of the estate, or remove or otherwise dispose of improvements, when that action is in the judgment of the fiduciary advisable and for the best interests of the estate;

(bb) To exercise in person or by proxy, with or without a power of substitution vested in the proxy, all voting rights incident to the ownership of corporate stock or the other securities constituting assets of the estate; and exercise all other rights and privileges incident to the ownership of those securities, including, but not limited to, the right to sell, exchange, endorse or otherwise transfer the securities, consent to, or oppose, reorganizations, consolidations, mergers or other proposed corporate actions by the issuer of the securities, exercise or decline to exercise options to purchase additional shares or units of the securities or of related securities, and pay all assessments or other expenses necessary in the judgment of the fiduciary for the protection of the securities or of the value of the securities;

(cc) To employ any bank or trust company to serve as custodian of any securities constituting assets of the estate, and cause the securities (if they are nonassessable) to be registered in the name of the custodian or of its nominee, without disclosure that they are held in a fiduciary capacity; authorize the bank or trust company, as agent and in behalf of the fiduciary, to collect, receive and receipt for income derived from the securities, or the proceeds of sales, assignments or exchanges of the securities made by authority and under the direction of the fiduciary, and to remit to the fiduciary such income or other proceeds derived from the securities; and pay to the custodian reasonable and customary charges made by it for the performance of these services; provided, that any such action taken by the fiduciary shall not increase, decrease or otherwise affect the fiduciary's liability, responsibility or accountability with respect to the securities;

(dd) To register nonassessable securities constituting assets of the estate in the name of the fiduciary or of the fiduciary's nominee, without disclosure that the

securities are held in a fiduciary capacity, or hold the securities unregistered or otherwise in such form that the title thereto will pass by delivery, without, in any such case, increasing, decreasing or otherwise affecting the fiduciary's liability, responsibility or accountability with respect to the securities.

(ee) In making distribution of capital assets of the estate to distributees of the estate under the provisions of the instrument, except when otherwise required by other provisions of the instrument, to make the distribution in kind or in cash, or partially in kind and partially in cash, as the fiduciary finds to be most practicable and for the best interests of the distributees; distribute real property to two (2) or more distributees in division, or to partition real property for the purpose of distribution, as the fiduciary in the exercise of the fiduciary's best judgment finds to be most practicable and for the best interests of the distributees; and determine the value of capital assets for the purpose of making distribution of the assets if and when there is more than one (1) distributee of the assets, which determination shall be binding upon the distributees unless clearly capricious, erroneous and inequitable;

- (ff)(1) (a) To inspect and monitor property to which the fiduciary takes legal title, including interests in sole proprietorships, partnerships, or corporations and any assets owned by such business enterprises, for the purpose of determining compliance with environmental laws affecting the property, and respond or take any other action necessary to prevent, abate or clean up, on behalf of the trust or estate as is necessary, before or after the initiation of enforcement action by any governmental body, any actual or threatened violation of any environmental laws affecting property held by the fiduciary relating to hazardous substances or environmental laws;
- (b) To refuse to accept property in trust if the fiduciary determines that any property to be donated to a trust estate is contaminated by any hazardous substances, or the property is being used or has been used for any activities, directly or indirectly involving hazardous substances, that could result in liability to the trust or estate or otherwise impair the value of the assets held in the trust;
- (c) To settle or compromise, at any time, any and all claims against the estate or trust that may be asserted by any governmental body or private party involving the alleged violation of any environmental laws affecting property held in the estate or trust;
- (d) To disclaim any power granted by any document or any statute or rule of law that, in the sole discretion of the fiduciary, may cause the fiduciary to incur personal liability under any environmental laws; and
- (e) To decline to serve as fiduciary if the fiduciary reasonably believes that there is or may be a conflict of interest between it in its fiduciary capacity and in its individual capacity because of potential claims or liabilities that may be asserted against it on behalf of the estate or trust resulting from the type or condition of assets held therein.

- (ff)(2) (a) The fiduciary shall be entitled to charge the cost for any inspection, insurance, review, abatement, response or cleanup, or any other remedial action, as authorized in this subdivision (ff), against the income or principal of the estate or trust and shall not be personally responsible for that cost. The fiduciary shall not be personally liable to any beneficiary or any other party for any decrease in value or exhaustion of assets in the estate or trust by reason of the fiduciary's compliance with any environmental laws, specifically including any reporting requirements under environmental laws.
- (b) While acting in good faith and according to traditional fiduciary standards, the fiduciary shall not be considered an "owner," "operator" or other party otherwise liable for violation of environmental laws unless the fiduciary has actually caused or contributed to the violation.
- (ff)(3) For the purposes of this subdivision (32), "hazardous substances" means any substance defined as hazardous or toxic or otherwise regulated by any federal, state or local law, rule or regulation relating to the protection of the environment or human health. Such laws are referred to in this subdivision (32) as "environmental laws"; and

(gg) To do any and all other things, not in violation of any other terms of the instrument, that, in the judgment of the fiduciary, are necessary or appropriate for the proper management, investment and distribution of the assets of the estate in accordance with the provisions of the instrument, and in the fiduciary's judgment are for the best interests of the estate and its beneficiaries.

IN WITNESS WHEREOF, the Trustee of the referenced Trust has executed this Certificate of Trust Agreement as of the 19th day of June, 2009.

BARBARA K. DAWSON RESIDUARY TRUST
BY: MERRILL LYNCH BANK & TRUST
CO., FSB

BY: 
 TITLE: Vice-President

STATE OF Texas
COUNTY OF Harris

Personally appeared before me, the undersigned authority in and for the said county and state, on this, the 19th day of June, 2009, within my jurisdiction, the within named G. Thomas Collins, who acknowledged that he is the Vice President of Merrill Lynch Bank & Trust Co., FSB, and that for and on behalf of the said corporation, and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.



Notary Public

My Commission Expires:

4-11-2012

